

Paul Cuffee School
Minutes of the Board of Trustees Annual Meeting
June 18, 2009

The Annual Meeting of the Board of Trustees of the Paul Cuffee School was held on June 18, 2009 at the Paul Cuffee Lower School in Providence, Rhode Island.

Present: Su Almeida, Jon Bennett, David Burnham, Russell Carey, William Clifton, Sr., Joan Canady Countryman, Stefano Crema, Philip Gould, Barrett Hazeltine, Keith Mathews, Robin Y. Miles, Maria Monteiro, Joop Nagtegaal, Carolyn Pemberton, Ana Cecilia Rosado, Sarah Reis, Babak Taleghani.

Excused: Kathleen Alvarez, Luz Avila, Elizabeth Colon, Martha Newcomb.

Paul Cuffee Staff Present: David Bourns, Michelle Bush, Jonathan Conklin, Nina Giannotti, Suzie Shaw.

The annual meeting was called to order at 6:15 p.m. by President Joop Nagtegaal and began with a moment of silence.

Joop remarked on his recent trip to Europe and in particular schoolchildren he observed in Poland on school trips and the eagerness and engagement they exhibited. He referenced an article comparing the amount of school per year for students in America versus other countries (32 hours per week in the States, upwards of 40 per week in Europe; 180 days on average in the States, 195 elsewhere). The Paul Cuffee School year of 190 days is above the U.S. average, and this and other strategies are designed to mitigate the “summer learning loss” students experience between grade levels. There is discussion at the national level of longer hours and school years. Joop closed his opening remarks by commenting on a recent article in *The Economist* regarding the role and success of charter schools.

Approval of Minutes

The minutes of the May 14, 2009 meeting of the Board were approved unanimously. The motion to approve was made by Dave Burnham and seconded by Babak Taleghani.

Discussion of Mayoral Academies

David Bourns began this discussion with a brief review of recent activities at the lower and middle schools, including school trips, art gallery night, a performance of *The Odyssey*, and conversations among students and others about non-violent conflict resolution. David then proceeded to provide an overview of the Mayoral Academies, a new type of Rhode Island charter school. The Mayoral Academies were recently authorized by the General Assembly and the first ones hope to open in the fall. The Rhode Island Mayoral Academies (RIMA) has been formed as a 501(c)(3) organization to oversee the establishment of Mayoral Academies. The first Academy has been sub-contracted to Democracy Prep, based in New York City, and Achievement First and KIPP are also involved with the effort. There were questions and discussion among the board regarding the characteristics of Mayoral Academies and the differences from current charter schools like Paul Cuffee School.

COMMITTEE REPORTS**By-Laws Committee**

Russell Carey delivered the report of the By-Laws Committee in the absence of Martha Newcomb. He presented the proposed revisions to the Paul Cuffee By-Laws, which had been circulated to the board in advance of the meeting. Three changes were particularly highlighted: (1) the modification to the process for nominating new members, allowing the board to directly elect new members rather than the election being conducted by the Sailing Institute; (2) the nomenclature clarification from Board of Directors to Board of Trustees; and (3) the fiscal year end date shift from July 31 to June 30, as recommended by the Finance Committee. It was noted that the Sailing Institute had consented in writing to the proposed change to the nominating process. Keith Mathews moved approval of the revisions to the Paul Cuffee By-Laws as proposed by the By-Laws committee. Barrett Hazeltine seconded the motion and it was passed unanimously.

Nominating Committee

Joan Countryman delivered the report of the Nominating Committee. She moved the election of three new members: Michele Cortes-Harkins, Dorothy Patrick and Leanne Nyahkoon (PCS teacher). Babak seconded the motion and it was passed unanimously.

Human Resources

Carolyn Pemberton delivered the report of the Human Resources Committee. She noted the discussion of the minimum number of days of service necessary to be eligible for step increases and reported that the committee is in the final stages of the EEO report and is working on the Affirmative Action plan. She particularly acknowledged the work of Jon Conklin and thanked him for his leadership and effort in the production of the new on-line Human Resources Policy Manual.

Finance Committee

Babak Taleghani delivered the report of the Finance Committee. He noted that we anticipate a break-even budget closing this year and reported that no cost of living increases will be given out this year. The committee is recommending a budget for next year which includes step increases, a proposal which was presented to an open meeting of all staff, where there was general acceptance. He reviewed and explained the various recommendations being made to the Board of Trustees. Following brief discussion, the following motions were presented and acted upon:

Babak moved that the Board of Trustees approve the proposal that salaries be adjusted according to the current (2008-9) step schedule. Barrett Hazeltine seconded the motion, and it was approved unanimously.

Joop moved that the Treasurer (Babak Taleghani) or the Financial Officer (Jon Conklin) be authorized individually to execute any documents necessary to effect the change of the Paul Cuffee School fiscal year end from July 31 to June 30 effective for the year ending June 30, 2010. Joan seconded the motion, and it was approved unanimously.

Babak moved that the Board of Trustees authorize the expenditure of up to \$300,000 of Capital Reserve – Expansion Board Designated Reserves for the purchase and environmental remediation of the Living Room property. Robin seconded the motion, and it was approved unanimously.

Babak explained the need for the following two resolutions regarding an issue related to the short term credit rating of Citizen's Bank. Following brief discussion, he moved that the Board of Trustees adopt and endorse the following resolution:

That the Company accepts the terms of and approves the execution of a commitment letter with Citizens Bank and/or the Federal Home Loan Bank regarding the issuance by the Federal Home Loan Bank of a confirming letter of credit to provide additional credit enhancement for the Rhode Island Health and Education Building Corporation Institution Revenue Bonds (Paul Cuffee School Issue – Series 2002)

Barrett Hazeltine seconded the motion and it was passed unanimously by the Board.

Babak then moved:

That the President, Joop Nagtegaal, and the Treasurer, Babak Taleghani, acting individually, shall be and each hereby is authorized, to approve the definitive terms of and execute and deliver a Letter of Credit Reimbursement Agreement, Pledge Agreement, Guaranty, certificates, letters, security documents and any such other documents and to take such other action as either may deem appropriate to carry out the foregoing vote.

Barrett Hazeltine seconded the motion and it was passed unanimously by the Board.

2009 – 2010 Trustees Calendar

Joop reviewed the Board of Trustees calendar of meetings for the 2009 – 2010 academic year, and noted the choices available for the March meeting. It was agreed that March 25 was the preferred date.

Thanks to Retiring Board Members

Joop acknowledged the service of three retiring Board members: Barrett Hazeltine, Jon Bennett and Robin Miles.

Barrett served on the Board for eight years, and Joop and Dave Burnham joined in thanking him for his exceptional service to the School. Dave noted that Barrett was a founding Board member, that he had served as an officer, and his dedication and commitment to the School and the Board was felt and appreciated by all. They thanked Barrett for his leadership and his wisdom and noted he will remain as a member of the Finance Committee.

Jon Bennett served one year on the Board, and three years as a teacher and dean of student affairs in the Middle School, and he is departing for Chicago. Joop thanked Jon for his excellent service to the School and wished him luck in all his future endeavors.

Robin Miles ends a three year term on the Board and Joop also noted her service on the school improvement team and commitment to Paul Cuffee School. Joop remarked that Robin had represented the interests of teachers very ably on the Board and thanked her for all she has done and continues to do for Paul Cuffee School.

In addition to applause from the Board, each of the departing members were honored with a book which will be placed in the Paul Cuffee School Library in their name.

Other Business

Dave Burnham expressed appreciation to David Bourns and the teachers and staff for another great year. There was no other business brought before the Board.

Adjournment

Carolyn Pemberton moved to adjourn. Babak Taleghani seconded. The meeting adjourned at 8:10 pm.

Respectfully submitted,

Russell C. Carey, Clerk